

FILE IN 17892-U

RECORDATION NO. 14097-E FILED

SEP 30 '97

3:40 PM

ALVORD AND ALVORD

ATTORNEYS AT LAW

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

September 30, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, dated as of September 30, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under the Recordation Numbers on the schedule attached hereto. Please file the Memorandum under Recordation Number 14097-E, and cross-index under the remaining Recordation Numbers.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: Pitney Bowes Credit Corporation  
27 Waterview Drive  
Sheiton, Connecticut 06484

Purchaser/Assignee: GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Memorandum.

RECEIVED  
SURFACE TRANSPORTATION BOARD  
SEP 30 3 38 PM '97

Mr. Vernon A. Williams  
September 30, 1997  
Page 2

Also enclosed is a check in the amount of \$ 552<sup>00</sup> payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fees.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

**Please Cross-index Under The Following Recordation Numbers:**

15616-B

15620-H

16048-B

16399-C

16760-A

17040-D

17481-B

17656-C

17787-A

17892-U

17942-F

17971-B

17978-B

18048-B

18415-B

18055-C

18509-I

18847-H

18922-A

18929-A

19005-A

19061-B

19321-Q

19748-A

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

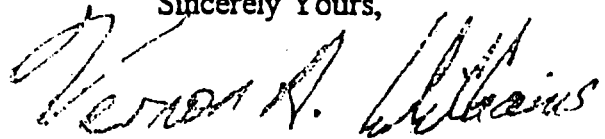
DATE: 9/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3 (c), on 9/30/97 at 3:40PM, and  
assigned recordation number(s). (see below):

14097-E	15616-B	15620-H	16048-B	16399-C	16760-A
17040-D	17481-B	17656-C	17787-A	17892-U	17942-F
17971-B	17978-B	18048-B	18055-C	18509-I	18847-H
18922-A	18929-A	19005-A	19061-B	19321-Q	19748-A
18415-B	15460-C	15707-B	15883-B		

Sincerely Yours,

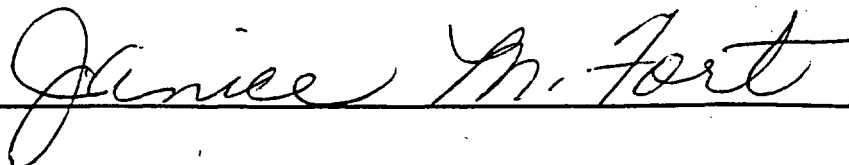


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 672.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



SEP 30 '97

3:40 PM

**MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Bill of Sale and Assignment and Assumption Agreement, made and entered into as of September 30, 1997 by and between PITNEY BOWES CREDIT CORPORATION, Seller/Assignor and GATX THIRD AIRCRAFT CORPORATION, Purchaser/Assignee.

**WITNESSETH:**

The undersigned have entered into (i) that certain Bill of Sale, dated as of September 30, 1997, and (ii) that certain Assignment and Assumption Agreement, dated as of September 30, 1997, together by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Purchaser/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto arising on or after the closing date. The documents relating to the railroad equipment are set forth in exhibits to the Assignment and Assumption Agreement. The railroad equipment is set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

**PITNEY BOWES CREDIT CORPORATION**

By Michael J. Lett  
Name: MICHAEL J. LETT  
Title: VICE PRESIDENT AND SENIOR CREDIT OFFICER

**GATX THIRD AIRCRAFT CORPORATION**

By Thomas C. Nord  
Name: Thomas C. Nord  
Vice President

STATE OF Connecticut )  
 ) ss: Shelton  
COUNTY OF Fairfield )

On this \_\_\_\_ day of September, 1997, before me personally appeared Michael J. Levin, to me personally known, who being by me duly sworn, says that he is the Vice President of Pitney Bowes Credit Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Assane B. Bank  
NOTARY PUBLIC

My commission expires: November 30, 2001

~~STATE OF \_\_\_\_\_ )  
 ) ss:  
COUNTY OF \_\_\_\_\_ )~~

~~On this \_\_\_\_ day of September, 1997, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of GATX Third Aircraft Corporation, that the foregoing document was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.~~

~~\_\_\_\_\_  
NOTARY PUBLIC~~

~~My commission expires:~~

~~See attached page~~

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

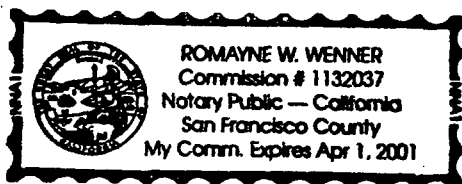
State of CALIFORNIA

County of SAN FRANCISCO

On SEPTEMBER 26, 1997 before me, ROMAYNE W. WENNER, NOTARY PUBLIC,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared THOMAS C. NORD,  
Name(s) of Signer(s)

☒ personally known to me ~~OR~~ ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Romaine W. Wenner  
Signature of Notary Public

## OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

### Description of Attached Document

MEMORANDUM OF BILL OF SALE AND  
Title or Type of Document: ASSIGNMENT AND ASSUMPTION AGREEMENT

Document Date: SEPTEMBER 30, 1997 Number of Pages: 1

Signer(s) Other Than Named Above: MICHAEL J. LEYH

### Capacity(ies) Claimed by Signer(s)

Signer's Name: THOMAS C. NORD

- ☐ Individual  
☒ Corporate Officer  
Title(s): VICE PRESIDENT  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer Is Representing:

GATK THIRD  
AIRCRAFT CORP.

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer  
Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney-in-Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer Is Representing:

\_\_\_\_\_  
\_\_\_\_\_